

SPECIAL WARRANTY DEED

THIS INDENTURE, made on this the 26th day of December, 1990, by and between C. W. D. PROPERTIES, a Tennessee General Partnership composed of John T. Crews, Lawrence W. Whitlock and C. B. Daniel, party of the first part, hereinafter called "Grantor," and C. W. D. PROPERTIES, a Tennessee General Partnership composed of John T. Crews, Lawrence W. Whitlock, C. B. Daniel, and James R. Galyean, III, party of the second part, hereinafter called "Grantee";

W I T N E S S E T H :

WHEREAS, by Special Warranty Deed bearing date of the 29th day of October, 1990, and recorded in Book 230, at Page 398, in the Office of the Chancery Court Clerk of DeSoto County, Mississippi, the Grantor acquired title to the real property in Desoto County, Mississippi, more particularly described in Exhibit "A," attached hereto and made a part hereof by reference; and

WHEREAS, by Amended and Restated Partnership Agreement, of even date herewith, James R. Galyean, III is being admitted as a partner in said partnership; and

WHEREAS, this deed is being executed to reflect of record that James R. Galyean, III is a member of the partnership;

NOW, THEREFORE, for and in consideration of the premises, Ten and No/100 Dollars (\$10.00) cash in hand paid, and other good and valuable considerations, the Grantor does hereby CONVEY AND SPECIALLY WARRANT unto the Grantee the real property in Desoto County, Mississippi, described in Exhibit "A" attached hereto, and made a part hereof by reference, subject always, however, to those liens, easements, encumbrances, and exceptions listed and described in Exhibit "B" attached hereto, and made a part hereof by reference.

IN WITNESS WHEREOF, the Grantor has executed this instrument on this the day and year first above written.

C. W. D. PROPERTIES, a
Tennessee General Partnership

By: [Signature]
John T. Crews,
General Partner

By: [Signature]
Lawrence W. Whitlock,
General Partner

By: [Signature]
C. B. Daniel,
General Partner

Grantor's Name and Address:

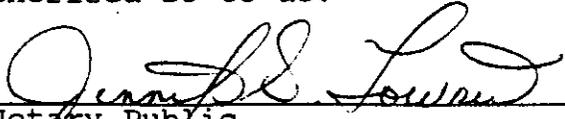
C.W.D. Properties
1192 Peabody Avenue
Memphis, Tennessee 38104
Tel. No. (901) 725-5871

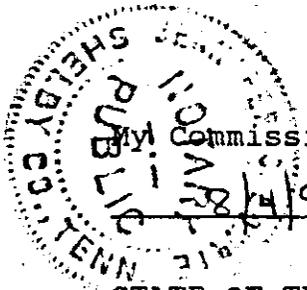
Grantee's Name and Address:

C.W.D. Properties
1192 Peabody Avenue
Memphis, Tennessee 38104
Tel. No. (901) 725-5871

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STATE OF TENNESSEE)
COUNTY OF SHELBY)

Personally appeared before me, the undersigned authority in and for the said County and State, on this the 21th day of December, 1990, within my jurisdiction, the within-named JOHN T. CREWS, who acknowledged that he is one of the three General Partners of C. W. D. PROPERTIES, a Tennessee General Partnership, and that for and on behalf of said Partnership, and as its act and deed, he executed, signed, sealed and delivered the above and foregoing instrument, being duly authorized so to do.


Notary Public

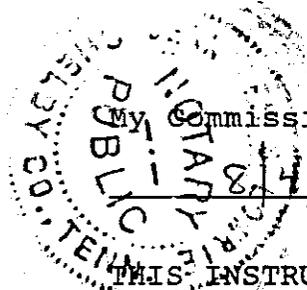


My Commission Expires: 11/08/91

STATE OF TENNESSEE)
COUNTY OF SHELBY)

Personally appeared before me, the undersigned authority in and for the said County and State, on this the 21th day of December, 1990, within my jurisdiction, the within-named LAWRENCE W. WHITLOCK and C. B. DANIEL, who acknowledged that they are two of the three General Partners of C. W. D. PROPERTIES, a Tennessee General Partnership, and that for and on behalf of said Partnership, and as its act and deed, they executed, signed, sealed and delivered the above and foregoing instrument, being duly authorized so to do.


Notary Public



My Commission Expires: 11/08/91

THIS INSTRUMENT PREPARED BY:
David G. Williams, Attorney
2000 First Tennessee Building
Memphis, Tennessee 38103

DGW23B/P1867-07

EXHIBIT "A"TO SPECIAL WARRANTY DEED

LOCATED IN SOUTHAVEN, DESOTO COUNTY, MISSISSIPPI: That

Parcel 1. Lot 1, DeSoto Medical Properties Subdivision as shown on plat of record in Plat Book 37, at Page 25, in the Office of the Chancery Court Clerk of DeSoto County, Mississippi, and being part of Section 24, Township 1 South, Range 8 West.

Parcel 2. A 32-foot wide mutual, non-exclusive easement for ingress and egress, for the benefit of Parcel 1 hereinabove described, over, upon and across Lot 2 of DeSoto Medical Properties Subdivision, as shown on plat of record in Plat Book 37, at Page 25 in the Office of the Chancery Court Clerk of DeSoto County, Mississippi, said easement area being more particularly described as follows:

Beginning at a point in the south line of Brandywine Drive (50-foot ROW), said point being 9.00 feet west of the east line of Plaza Drive (70-foot ROW); thence southeastwardly on a bearing of South 02 degrees 35 minutes 59 seconds East a distance of 138.49 feet to a point; thence northeastwardly on a bearing of North 87 degrees 24 minutes 01 seconds East a distance of 7.90 feet to a point; thence southeastwardly on a bearing of South 02 degrees 35 minutes 59 seconds East a distance of 32.71 feet to a point; thence southwestwardly on a bearing of South 87 degrees 24 minutes 01 seconds West a distance of 7.90 feet to a point; thence southeastwardly on a bearing of South 02 degrees 35 minutes 59 seconds East a distance of 42.00 feet to a point; thence southeastwardly on a bearing of South 46 degrees 06 minutes 00 seconds East a distance of 47.00 feet to a point; thence southeastwardly on a bearing of South 02 degrees 32 minutes 16 seconds East a distance of 34.00 feet to a point; thence southwestwardly on a bearing of South 44 degrees 00 minutes 11 seconds West a distance of 32.28 feet to a point; thence northwestwardly on a bearing of North 02 degrees 32 minutes 16 seconds West a distance of 30.00 feet to a point; thence northwestwardly on a bearing of North 62 degrees 49 minutes 00 seconds West a distance of 103.77 feet to a point; thence northeastwardly on a bearing of North 59 degrees 05 minutes 58 seconds East a distance of 55.84 feet to a point; thence northwestwardly on a bearing of North 02 degrees 35 minutes 59 seconds West a distance of 192.00 feet to a point; thence northeastwardly on a bearing of North 81 degrees 14 minutes 37 seconds East a distance of 32.19 feet to the point of beginning and containing 11,660 square feet or 0.268 acres, more or less.

Parcel 3. A mutual, non-exclusive easement for vehicular parking for the benefit of Parcel 1 hereinabove described, over, upon, and across part of Lot 2, DeSoto Medical Properties Subdivision, as shown on plat of record in Plat Book 37, at Page 25, in the Office of the Chancery Court Clerk of DeSoto County, Mississippi, being part of Section 24, Township 1 South, Range 8 West, said easement area being more particularly described as follows:

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Commencing at a point which is the intersection of the south line of Brandywine Drive (50-foot ROW) and the east line of Plaza Drive (70-foot ROW); thence southeastwardly on a bearing of South 02 degrees 35 minutes 59 seconds east a distance of 66.60 feet to the true point of beginning; thence northeastwardly on a bearing of North 80 degrees 48 minutes 01 seconds East a distance of 79.24 feet to a point; thence southeastwardly on a bearing of South 02 degrees 35 minutes 59 seconds East a distance of 173.95 feet to a point; thence southwestwardly on a bearing of South 87 degrees 24 minutes 01 seconds West a distance of 64.00 feet to a point; thence northwestwardly on a bearing of North 02 degrees 35 minutes 59 seconds West a distance of 164.00 feet to a point; thence northeastwardly on a bearing of North 80 degrees 48 minutes 01 seconds East a distance of 1.06 feet to the point of beginning and containing 12.084 square feet or 0.277 acres, more or less.

TOGETHER WITH all rights, privileges, and benefits given and granted to C. W. D. Properties under and pursuant to that certain Non-Exclusive Ingress-Egress Easement and Parking Agreement recorded in Book 230 at Page 401 in the Office of the Chancery Court Clerk of DeSoto County, Mississippi.

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EXHIBIT "B"

1. 1990 City of Southaven and DeSoto County real property taxes.
2. 10' right of way from Southaven Land Company, Inc. to Mississippi Power & Light Company, appearing of record in Right of Way Deed Book 60, Page 12, in the Office of the Chancery Clerk of DeSoto County, Mississippi. Said easement recites its location as being North of the 150' Texas Gas Transmission easement. Underground service line is actually located South of and adjacent to Texas Gas Transmission easement.
3. 150' transmission line easement conveyed to Texas Gas Transmission Corporation by instruments recorded in Book 37, Page 61; Book 37, Page 326; and Book 46, Page 311, all in the Office of the Chancery Clerk of DeSoto County, Mississippi. Modification Agreement limiting prior easements to 150 feet in width from Texas Gas Transmission Corporation to Southaven Land Company, Inc., recorded in Book 50, Page 152, in the Office of the Chancery Clerk of DeSoto County, Mississippi, and easements for additional pipe lines recorded in Book 60, page 631; Book 70, Page 623; and Book 70, Page 625, all in the Office of the Chancery Clerk of DeSoto County, Mississippi. Said easement shown on survey of Robert L. Haynie, P.E., dated May 4, 1990, revised May 31, 1990.
4. 15' right of way from DeSoto Health Center, Ltd. to Mississippi Power & Light Company, appearing of record in Book 160, page 475, in the Office of the Chancery Clerk of DeSoto County, Mississippi.
5. Underground electric and gas lines, powers poles and 45' easement for ingress and egress, as shown on survey of Robert L. Haynie, P.E., dated May 4, 1990, revised May 31, 1990.
6. Deed of Trust in favor of National Bank of Commerce, securing the payment of indebtednesses in the aggregate principal amount of One Million One Hundred Thirty-Three Thousand Forty-Seven and 60/100 Dollars (\$1,133,047.60), and interest thereon, recorded in Book 525, at Page 245, in said Chancery Court Clerk's Office.
7. Assignment of Leases and Rents recorded in Book 60 P/A, Page 604, said Chancery Court Clerk's Office.
8. Easements for construction and installation of drainage facilities and utilities reserved in Special Warranty Deed recorded in Book 230, at Page 398, in said Chancery Court Clerk's Office.
9. Terms and conditions of Non-Exclusive Ingress-Egress Easement and Parking Agreement, between Ambulatory Operations, Inc. and C. W. D. Properties, recorded in Book 230, at Page 401, said Chancery Court Clerk's Office, as to Parcels 2 and 3.

DGW23B/P1867-07

STATE MS.-DESOTO CO.
 FILED
 DEC 28 9 32 AM '90
 RECORDED 12-28-90
 DEED BOOK 237
 PAGE 1095
 W.E. DAVIS CH. CLK.